

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF NEW YORK

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/24

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

| | | |
|--|---|---|
| 1. Debtor's name | Topical BioMedics, Inc. | |
| 2. All other names debtor used in the last 8 years Include any assumed names, trade names and doing business as names | | |
| 3. Debtor's federal Employer Identification Number (EIN) | 14-1777705 | |
| 4. Debtor's address | Principal place of business 306 Van Dale Road West Hurley, NY 12491 Number, Street, City, State & ZIP Code Ulster County | Mailing address, if different from principal place of business P.O. Box, Number, Street, City, State & ZIP Code Location of principal assets, if different from principal place of business Number, Street, City, State & ZIP Code |
| 5. Debtor's website (URL) | www.topricin.com | |
| 6. Type of debtor | <input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: | |

Debtor **Topical BioMedics, Inc.**
Name

Case number (if known)

7. Describe debtor's business A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?*Check one:*

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725 (amount subject to adjustment on 4/01/25 and every 3 years after that).
- ☒ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District _____
District _____

When _____
When _____

Case number _____
Case number _____

Debtor **Topical BioMedics, Inc.**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☒ No
☐ Yes.

List all cases. If more than 1, attach a separate list

| Debtor | Relationship |
|---------------------------|-----------------------------|
| District _____ When _____ | Case number, if known _____ |

11. Why is the case filed in this district?
- Check all that apply:
- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?
- ☒ No
☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention?** (Check all that apply.)
- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____
- Where is the property?** _____
Number, Street, City, State & ZIP Code
- Is the property insured?**
- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds
- Check one:
- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets
- | | | |
|---|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input checked="" type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities
- | | | |
|---|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input checked="" type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
|---|--|--|

| | | |
|--------|--|--|
| Debtor | Topical BioMedics, Inc. | Case number (if known) |
| | <small>Name</small> | |
| | <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million |
| | <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million |
| | <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| | | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| | | <input type="checkbox"/> More than \$50 billion |

Debtor **Topical BioMedics, Inc.** Case number (if known) _____
Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **November 11, 2024**
MM / DD / YYYY

X /s/ Dennis Barnett
Signature of authorized representative of debtor

Title **Chairman of the Board**

Dennis Barnett
Printed name

18. Signature of attorney

X /s/ Michelle L. Trier
Signature of attorney for debtor

Date **November 11, 2024**
MM / DD / YYYY

Michelle L. Trier 1212
Printed name

Genova, Malin & Trier, LLP
Firm name

1136 Route 9
Wappingers Falls, NY 12590
Number, Street, City, State & ZIP Code

Contact phone **845-298-1600** Email address _____

1212 NY
Bar number and State

Fill in this information to identify the case:

Debtor name Topical BioMedics, Inc.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 11, 2024

X /s/ Dennis Barnett

Signature of individual signing on behalf of debtor

Dennis Barnett

Printed name

Chairman of the Board

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Topical BioMedics, Inc.**
 United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**
 Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|--|--|--|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| AltWell RX Inc. 148 N. Main Street Florida, NY 10921 | | Additional address | Contingent Unliquidated Disputed | | | \$0.00 |
| American Express Business Gold PO Box 981535 El Paso, TX 79998-1535 | | Business credit card | | | | \$79,649.96 |
| CC Data Solutions LLC f/k/a Blue Rive a/k/a Spins 311 W. Huron Street, Suite 900 Chicago, IL 60654 | | Business debt | Contingent Disputed | | | \$52,649.15 |
| Centri Business Consulting Services 651 E. Township Line Road, Unit 1663 Blue Bell, PA 19422-5076 | | Business debt; Collection | Contingent Unliquidated Disputed | | | \$137,570.00 |
| Centri Valuation Services, LLC 8 Penn Center 1628 JFK Boulevard, Suite 500 Philadelphia, PA 19103 | | Business debt | Contingent Unliquidated Disputed | | | \$3,500.00 |
| Commercial Finance Partners, LLC 1200 N. Federal Highway, Suite 201 Boca Raton, FL 33432 | | 90 days or less: Accounts receivable (subject to factoring agreement with Commercial Finance Partners LLC) | | Unknown | Unknown | Unknown |

Debtor **Topical BioMedics, Inc.**
Name

Case number (if known)

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|--|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| John Stanton 9 Dillworth Court Simpsonville, SC 29681 | | Business loan | | | | \$200,000.00 |
| Joseph Mazzarella 110 Doyle Road Tolland, CT 06084 | | Advisory fees | | | | \$35,000.00 |
| Kapitus LLC 2500 Wilson Boulevard, Suite 350 Arlington, VA 22201 | | Business debt; Merchant capital advance | | | | \$12,150.00 |
| Keller and Heckman LLP 1001 G Street NW, Suite 500 West Washington, DC 20001 | | Legal services | | | | \$7,006.25 |
| KeyBank PO Box 94831 Cleveland, OH 44101-4831 | | All assets of debtor | | \$606,129.16 | Unknown | Unknown |
| Konica Minolta Business Solutions USA In 100 Williams Drive Ramsey, NJ 07446 | | Business debt | | | | \$1,741.10 |
| Main & Jayne Real Estate 15 Prices Switch Road Warwick, NY 10990 | | Past-due rent | | | | \$8,000.00 |
| Morgan & Sampson 11155 Dana Circle Cypress, CA 90630 | | Business debt | | | | \$3,755.66 |
| NetSuite 2300 Oracle Way Austin, TX 78741 | | Business debt | Contingent Unliquidated Disputed | | | \$140,000.00 |
| Newtek Technology Solutions, Inc. 1981 Marcus Avenue, Suite 130 Lake Success, NY 11042 | | Lawsuit pending | Contingent Unliquidated Disputed | | | \$206,954.87 |
| PKF O'Connor Davies, LLP 500 Mamaroneck Avenue Harrison, NY 10528 | | Accounting services | | | | \$20,566.00 |

Debtor Topical BioMedics, Inc. Case number (if known) _____
Name

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|--|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| Propinquity Associates Business & Mgmt 124 Moffatt Road Washingtonville, NY 10992 | | Business loan | | | | \$90,000.00 |
| Steven Spiegel 15 Prices Switch Road Warwick, NY 10990 | | Unpaid salary (2019-2020) | | | | \$88,819.58 |
| Steven Spiegel 15 Prices Switch Road Warwick, NY 10990 | | Business loans (2) | | | | \$215,000.00 |

Fill in this information to identify the case:

Debtor name Topical BioMedics, Inc.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)

| | |
|--|----------------------|
| 1a. Real property: | |
| Copy line 88 from <i>Schedule A/B</i> | \$ <u>0.00</u> |
| 1b. Total personal property: | |
| Copy line 91A from <i>Schedule A/B</i> | \$ <u>437,628.00</u> |
| 1c. Total of all property: | |
| Copy line 92 from <i>Schedule A/B</i> | \$ <u>437,628.00</u> |

Part 2: Summary of Liabilities

| | |
|--|-------------------------|
| 2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) | |
| Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i> | \$ <u>1,110,560.25</u> |
| 3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F) | |
| 3a. Total claim amounts of priority unsecured claims: | |
| Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i> | \$ <u>0.00</u> |
| 3b. Total amount of claims of nonpriority amount of unsecured claims: | |
| Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i> | +\$ <u>1,302,362.57</u> |
| 4. Total liabilities | |
| Lines 2 + 3a + 3b | \$ <u>2,412,922.82</u> |

Fill in this information to identify the case:Debtor name Topical BioMedics, Inc.United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1. KeyBankBusiness Reward Checking account4170\$4,268.003.2. Mid-Hudson Valley FCUBusiness checking account9501\$1,100.00**4. Other cash equivalents (Identify all)****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$5,368.00**Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.
☐ Yes Fill in the information below.

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**

- ☐ No. Go to Part 4.
☒ Yes Fill in the information below.

11. Accounts receivable

Debtor Topical BioMedics, Inc. Case number (If known) _____
Name

11a. 90 days old or less: 0.00 - 0.00 = Unknown
face amount doubtful or uncollectible accounts

11a. 90 days old or less: 110,000.00 - 0.00 = \$110,000.00
face amount doubtful or uncollectible accounts

12. **Total of Part 3.**\$110,000.00

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

Part 4: Investments

13. Does the debtor own any investments?

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☐ No. Go to Part 6.
☒ Yes Fill in the information below.

| | General description | Date of the last physical inventory | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|-----|--|-------------------------------------|---|---|------------------------------------|
| 19. | Raw materials | | | | |
| 20. | Work in progress | | | | |
| 21. | Finished goods, including goods held for resale Inventory | | Unknown | Recent cost | \$299,760.00 |

22. **Other inventory or supplies**23. **Total of Part 5.**\$299,760.00

Add lines 19 through 22. Copy the total to line 84.

24. **Is any of the property listed in Part 5 perishable?**

- ☒ No
☐ Yes

25. **Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?**

- ☒ No
☐ Yes. Book value _____ Valuation method _____ Current Value _____

26. **Has any of the property listed in Part 5 been appraised by a professional within the last year?**

- ☒ No
☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Debtor Topical BioMedics, Inc. Case number (If known) _____
Name

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☐ No. Go to Part 8.
☒ Yes Fill in the information below.

| | General description | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|-----|--|--|---|------------------------------------|
| 39. | Office furniture | | | |
| 40. | Office fixtures | | | |
| 41. | Office equipment, including all computer equipment and communication systems equipment and software Computers (used by employees) | Unknown | N/A | \$15,000.00 |

42. **Collectibles** *Examples:* Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

43. **Total of Part 7.** Add lines 39 through 42. Copy the total to line 86. \$15,000.00

44. Is a depreciation schedule available for any of the property listed in Part 7?

- ☒ No
☐ Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☐ No. Go to Part 9.
☒ Yes Fill in the information below.

| | General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number) | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|-----|--|--|---|------------------------------------|
| 47. | Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles | | | |
| 48. | Watercraft, trailers, motors, and related accessories <i>Examples:</i> Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels | | | |
| 49. | Aircraft and accessories | | | |
| 50. | Other machinery, fixtures, and equipment (excluding farm machinery and equipment) 2 pallet jacks (powered), 1 hand pallet jack, and pallet wrapping machine | Unknown | | \$2,500.00 |
| | Forklift | Unknown | | \$5,000.00 |

Debtor Topical BioMedics, Inc. Case number (If known) _____
Name

**Work stations located at 306 VanDale Road,
West Hurley, NY**

Unknown

Unknown

51. **Total of Part 8.**

Add lines 47 through 50. Copy the total to line 87.

\$7,500.00

52. **Is a depreciation schedule available for any of the property listed in Part 8?**

- ☒ No
☐ Yes

53. **Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- ☒ No
☐ Yes

Part 9: Real property

54. **Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.
☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

- ☐ No. Go to Part 11.
☒ Yes Fill in the information below.

General description

**Net book value of
debtor's interest
(Where available)**

**Valuation method used
for current value**

**Current value of
debtor's interest**

60. **Patents, copyrights, trademarks, and trade secrets
Trademark (Topricin); Reg.No. 4,623,990**

Unknown

Unknown

**Trade secret - formula IP (2 original patents
expired)**

Unknown

Unknown

61. **Internet domain names and websites**

62. **Licenses, franchises, and royalties**

63. **Customer lists, mailing lists, or other compilations**

64. **Other intangibles, or intellectual property**

65. **Goodwill**

66. **Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89.

\$0.00

67. **Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107?**

- ☒ No
☐ Yes

68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**

- ☒ No
☐ Yes

Debtor Topical BioMedics, Inc. Case number (If known) _____
Name

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
☒ Yes Fill in the information below.

Current value of
debtor's interest

71. **Notes receivable**

Description (include name of obligor)

72. **Tax refunds and unused net operating losses (NOLs)**

Description (for example, federal, state, local)

73. **Interests in insurance policies or annuities**

Directors and Officers Insurance Policy (Travelers)

Unknown

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

76. **Trusts, equitable or future interests in property**

77. **Other property of any kind not already listed** Examples: Season tickets, country club membership

78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

\$0.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Debtor Topical BioMedics, Inc.
Name

Case number (If known) _____

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

| Type of property | Current value of personal property | Current value of real property |
|---|------------------------------------|--------------------------------|
| 80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i> | \$5,368.00 | |
| 81. Deposits and prepayments. <i>Copy line 9, Part 2.</i> | \$0.00 | |
| 82. Accounts receivable. <i>Copy line 12, Part 3.</i> | \$110,000.00 | |
| 83. Investments. <i>Copy line 17, Part 4.</i> | \$0.00 | |
| 84. Inventory. <i>Copy line 23, Part 5.</i> | \$299,760.00 | |
| 85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i> | \$0.00 | |
| 86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i> | \$15,000.00 | |
| 87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i> | \$7,500.00 | |
| 88. Real property. <i>Copy line 56, Part 9.....></i> | | \$0.00 |
| 89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i> | \$0.00 | |
| 90. All other assets. <i>Copy line 78, Part 11.</i> | + \$0.00 | |
| 91. Total. Add lines 80 through 90 for each column | \$437,628.00 | + 91b. \$0.00 |
| 92. Total of all property on Schedule A/B. Add lines 91a+91b=92 | | \$437,628.00 |

Fill in this information to identify the case:

Debtor name Topical BioMedics, Inc.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

| | | Column A Amount of claim Do not deduct the value of collateral. | Column B Value of collateral that supports this claim | |
|-----|---|---|--|---------|
| 2.1 | Commercial Finance Partners, LLC Creditor's Name 1200 N. Federal Highway, Suite 201 Boca Raton, FL 33432 Creditor's mailing address Creditor's email address, if known Date debt was incurred Last 4 digits of account number Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority. | Describe debtor's property that is subject to a lien 90 days or less: Accounts receivable (subject to factoring agreement with Commercial Finance Partners LLC) Describe the lien UCC-1 filed 8/17/22; Factoring agreement Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed | Unknown | Unknown |

| | | | | |
|-----|---|--|--------------|---------|
| 2.2 | KeyBank Creditor's Name PO Box 94831 Cleveland, OH 44101-4831 Creditor's mailing address Creditor's email address, if known Date debt was incurred Last 4 digits of account number Do multiple creditors have an interest in the same property? | Describe debtor's property that is subject to a lien All assets of debtor Describe the lien UCC-1 filed 3/6/12; continuation filed 9/14/21 Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply | \$606,129.16 | Unknown |
|-----|---|--|--------------|---------|

Debtor **Topical BioMedics, Inc.**

Name

Case number (if known)

☒ No☐ Yes. Specify each creditor, including this creditor and its relative priority.☐ Contingent☐ Unliquidated☐ Disputed

2.3

U.S. Small Business Administration

Creditor's Name

26 Federal Plaza, Suite 3100**New York, NY 10278**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred**Last 4 digits of account number****8102****Do multiple creditors have an interest in the same property?**☒ No☐ Yes. Specify each creditor, including this creditor and its relative priority.

Describe debtor's property that is subject to a lien

All assets of the debtor**\$504,431.09****Unknown**

Describe the lien

UCC-1 filed 7/26/20

Is the creditor an insider or related party?

☒ No☐ Yes

Is anyone else liable on this claim?

☐ No☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent☐ Unliquidated☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$1,110,560.25**Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of account number for this entity

**Paul Levine, Esq.
Lemery Greisler LLC
677 Broadway, 8th Floor
Albany, NY 12207**Line **2.2****Sean Kemp, Esq.
44 West Market Street
Rhinebeck, NY 12572**Line **2.2****U.S. Small Business Administration
14925 Kingsport Road
Fort Worth, TX 76155**Line **2.3**

Fill in this information to identify the case:Debtor name Topical BioMedics, Inc.United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with **PRIORITY** unsecured claims and Part 2 for creditors with **NONPRIORITY** unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.☐ Yes. Go to line 2.**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

| | | Amount of claim |
|-----|---|---|
| 3.1 | Nonpriority creditor's name and mailing address AltWell RX Inc. 148 N. Main Street Florida, NY 10921 Date(s) debt was incurred ____ Last 4 digits of account number ____ | Unknown As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Additional address</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.2 | Nonpriority creditor's name and mailing address American Express Business Gold PO Box 981535 El Paso, TX 79998-1535 Date(s) debt was incurred ____ Last 4 digits of account number ____ | \$79,649.96 As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business credit card</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.3 | Nonpriority creditor's name and mailing address CC Data Solutions LLC f/k/a Blue Rive a/k/a Spins 311 W. Huron Street, Suite 900 Chicago, IL 60654 Date(s) debt was incurred ____ Last 4 digits of account number ____ | \$52,649.15 As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.4 | Nonpriority creditor's name and mailing address Centri Business Consulting Services 651 E. Township Line Road, Unit 1663 Blue Bell, PA 19422-5076 Date(s) debt was incurred ____ Last 4 digits of account number ____ | \$137,570.00 As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Business debt; Collection</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |

| Debtor | Name | Case number (if known) |
|--------|---|---|
| | Topical BioMedics, Inc. | |
| 3.5 | Nonpriority creditor's name and mailing address Centri Valuation Services, LLC 8 Penn Center 1628 JFK Boulevard, Suite 500 Philadelphia, PA 19103 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$3,500.00 <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.6 | Nonpriority creditor's name and mailing address John Stanton 9 Dillworth Court Simpsonville, SC 29681 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$200,000.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business loan</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.7 | Nonpriority creditor's name and mailing address Joseph Mazzarella 110 Doyle Road Tolland, CT 06084 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$35,000.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Advisory fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.8 | Nonpriority creditor's name and mailing address Kapitus LLC 2500 Wilson Boulevard, Suite 350 Arlington, VA 22201 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$12,150.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business debt; Merchant capital advance</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.9 | Nonpriority creditor's name and mailing address Keller and Heckman LLP 1001 G Street NW, Suite 500 West Washington, DC 20001 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$7,006.25 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.10 | Nonpriority creditor's name and mailing address Kimberly Gonzales c/o Pacific Trial Attorneys 4100 Newport Place Drive, Suite 800 Newport Beach, CA 92660 Date(s) debt was incurred ____ Last 4 digits of account number <u>7952</u> | As of the petition filing date, the claim is: <i>Check all that apply.</i> Unknown <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Civil lawsuit claim</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.11 | Nonpriority creditor's name and mailing address Konica Minolta Business Solutions USA Inc 100 Williams Drive Ramsey, NJ 07446 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$1,741.10 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |

| Debtor Name | Case number (if known) |
|---|--|
| Topical BioMedics, Inc. | |
| 3.12 Nonpriority creditor's name and mailing address Main & Jayne Real Estate 15 Prices Switch Road Warwick, NY 10990 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$8,000.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Past-due rent</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.13 Nonpriority creditor's name and mailing address Morgan & Sampson 11155 Dana Circle Cypress, CA 90630 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$3,755.66 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.14 Nonpriority creditor's name and mailing address NetSuite 2300 Oracle Way Austin, TX 78741 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$140,000.00 <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.15 Nonpriority creditor's name and mailing address Newtek Technology Solutions, Inc. 1981 Marcus Avenue, Suite 130 Lake Success, NY 11042 Date(s) debt was incurred ____ Last 4 digits of account number <u>2024</u> | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$206,954.87 <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Lawsuit pending</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.16 Nonpriority creditor's name and mailing address PKF O'Connor Davies, LLP 500 Mamaroneck Avenue Harrison, NY 10528 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$20,566.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Accounting services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.17 Nonpriority creditor's name and mailing address Propinquity Associates Business & Mgmt 124 Moffatt Road Washingtonville, NY 10992 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$90,000.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business loan</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.18 Nonpriority creditor's name and mailing address Steven Spiegel 15 Prices Switch Road Warwick, NY 10990 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$215,000.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business loans (2)</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |

Debtor **Topical BioMedics, Inc.**
Name

Case number (if known)

3.19 Nonpriority creditor's name and mailing address

Steven Spiegel
15 Prices Switch Road
Warwick, NY 10990

Date(s) debt was incurred _

Last 4 digits of account number _

As of the petition filing date, the claim is: *Check all that apply.***\$88,819.58**

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim: **Unpaid salary (2019-2020)**Is the claim subject to offset? ☒ No ☐ Yes**Part 3: List Others to Be Notified About Unsecured Claims**

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

| | Name and mailing address | On which line in Part 1 or Part 2 is the related creditor (if any) listed? | Last 4 digits of account number, if any |
|-----|--|--|---|
| 4.1 | Becket & Lee, PC Attnys for American Express P.O. Box 3001 Malvern, PA 19355-0701 | Line <u>3.2</u> <input type="checkbox"/> Not listed. Explain _____ | — |
| 4.2 | BWA Law Group APC 1901 East 4th Street, Suite 150 Santa Ana, CA 92705 | Line <u>3.10</u> <input type="checkbox"/> Not listed. Explain _____ | — |
| 4.3 | Eliot Kirshnitz, Esq. NewtekOne, Inc. 1981 Marcus Avenue, Suite 130 Lake Success, NY 11042 | Line <u>3.15</u> <input type="checkbox"/> Not listed. Explain _____ | — |
| 4.4 | Wilson Elser Moskowitz Edelman & Dicker Attn: William Cortellessa, Esq. 1133 Westchester Avenue West Harrison, NY 10604 | Line <u>3.16</u> <input type="checkbox"/> Not listed. Explain _____ | — |

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

| Total of claim amounts | |
|------------------------|--------------------------|
| 5a. | \$ <u>0.00</u> |
| 5b. | + \$ <u>1,302,362.57</u> |
| 5c. | \$ <u>1,302,362.57</u> |

Fill in this information to identify the case:

Debtor name Topical BioMedics, Inc.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).

Property

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest

Content License Agreement; Notice of default and intent to terminate served upon AltwellRX prior to Ch11 filing

State the term remaining

List the contract number of any government contract

**AltWellRX, Inc.
Attn: John P. Takacs
6121 Evian Place
Boynton Beach, FL 33437**

2.2. State what the contract or lease is for and the nature of the debtor's interest

Manufacturing agreement

State the term remaining

Expires 2027

List the contract number of any government contract

**Cosmetic Solutions, LLC
6101 Park of Commerce Blvd.
Boca Raton, FL 33487**

2.3. State what the contract or lease is for and the nature of the debtor's interest

Month-to-month lease on office premises located at 148 N. Main Street, Florida, New York

State the term remaining

List the contract number of any government contract

**Main & Jayne Real Estate
148 N. Main Street
Florida, NY 10921**

Debtor 1 **Topical BioMedics, Inc.**

First Name Middle Name Last Name

Case number (if known)

Additional Page if You Have More Contracts or Leases

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.4. State what the contract or lease is for and the nature of the debtor's interest **Manufacturing agreement**

State the term remaining **Expires 2026**

List the contract number of any government contract **Ouachita Contract Manufacturing LLC**
2801 Sterlington Road
Monroe, LA 71203

2.5. State what the contract or lease is for and the nature of the debtor's interest **Lease for commercial premises located at 306 VanDale Road, West Hurley, New York**

State the term remaining **Terminates 4/30/2026**

List the contract number of any government contract **VanDale Properties, LLC**
PO Box 205
West Hurley, NY 12491

Fill in this information to identify the case:

Debtor name Topical BioMedics, Inc.United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

☐ Check if this is an amended filingOfficial Form 206H
Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name

Mailing Address

Name

Check all schedules that apply:

2.1 Louis & Aurora Paradise 8 Taylor Lane Cape May, NJ 08204

KeyBank

☒ D 2.2
☐ E/F _____
☐ G _____

2.2 Steven Spiegel 15 Pricees Switch Road Washingtonville, NY 10992

U.S. Small Business Administration

☒ D 2.3
☐ E/F _____
☐ G _____

2.3 Steven Spiegel 15 Prices Switch Road Warwick, NY 10990

American Express Business Gold

☐ D _____
☒ E/F 3.2
☐ G _____

2.4 Fundamental Topricin Inventory LLC 148 N. Main Street Florida, NY 10921

Ouachita Contract Manufacturing LLC

☐ D _____
☐ E/F _____
☒ G 2.4

2.5 Fundamental Topricin Inventory LLC 148 N. Main Street Florida, NY 10921

Cosmetic Solutions, LLC

☐ D _____
☐ E/F _____
☒ G 2.2

Debtor **Topical BioMedics, Inc.** Case number *(if known)*

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.
Column 1: CodebtorColumn 2: Creditor

Fill in this information to identify the case:

Debtor name Topical BioMedics, Inc.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☐ None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address
Relationship to debtor

Dates

Total amount of value

Reasons for payment or transfer

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

Debtor **Topical BioMedics, Inc.**

Case number (if known)

☐ None

| Creditor's name and address | Describe of the Property | Date | Value of property |
|-----------------------------|--------------------------|------|-------------------|
|-----------------------------|--------------------------|------|-------------------|

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☐ None

| Creditor's name and address | Description of the action creditor took | Date action was taken | Amount |
|-----------------------------|---|-----------------------|--------|
|-----------------------------|---|-----------------------|--------|

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

| | Case title Case number | Nature of case | Court or agency's name and address | Status of case |
|------|---|----------------------------------|--|---|
| 7.1. | PKF O'Connor Davies, LLP v. Topical BioMedics, Inc. Index No. 62738/2023 | Judgment proceeding | Westchester County Supreme Court | <input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded |
| 7.2. | Kimberly Gonzales v. Topical BioMedics, Inc. 30-2023-01357952-CU-BT-CJC | Negligent misrepresentation case | California Superior Court; Orange County | <input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded |
| 7.3. | Newtek Technology Solutions, Inc. v. Topical BioMedics, Inc. Index No. 604955/2024 | Judgment proceeding | Nassau County Supreme | <input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded |

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☐ None**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☐ None

| Recipient's name and address | Description of the gifts or contributions | Dates given | Value |
|------------------------------|---|-------------|-------|
|------------------------------|---|-------------|-------|

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☐ None

Debtor **Topical BioMedics, Inc.**

Case number (if known) _____

Description of the property lost and how the loss occurred**Amount of payments received for the loss**

If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.

List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).

Dates of loss**Value of property lost****Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.**Who was paid or who received the transfer?
Address****If not money, describe any property transferred****Dates****Total amount or value**11.1. **Genova, Malin & Trier, LLP
1136 Route 9
Wappingers Falls, NY 12590****Attorneys' Fees****October 21,
2024****\$50,000.00****Email or website address****Who made the payment, if not debtor?
Brad Spiegel****12. Self-settled trusts of which the debtor is a beneficiary**

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.**Name of trust or device****Describe any property transferred****Dates transfers were made****Total amount or value****13. Transfers not already listed on this statement**

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None.**Who received transfer?
Address****Description of property transferred or payments received or debts paid in exchange****Date transfer was made****Total amount or value**13.1 **AltWell RX Inc.
148 N. Main Street
Florida, NY 10921****Right to commercialize the licensed content (brand name of Topricin)****January 1,
2024****Unknown****Relationship to debtor****Part 7: Previous Locations****14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Debtor **Topical BioMedics, Inc.**

Case number (if known)

Address

Dates of occupancy
From-To**Part 8: Health Care Bankruptcies****15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:
- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
☐ Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services
the debtor providesIf debtor provides meals
and housing, number of
patients in debtor's care**Part 9: Personally Identifiable Information****16. Does the debtor collect and retain personally identifiable information of customers?**

- ☒ No.
☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☐ No. Go to Part 10.
☒ Yes. Does the debtor serve as plan administrator?

- ☒ No Go to Part 10.
☐ Yes. Fill in below:

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?
Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

- ☒ None

Financial Institution name and
AddressLast 4 digits of
account numberType of account or
instrumentDate account was
closed, sold,
moved, or
transferredLast balance
before closing or
transfer**19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

- ☒ None

Depository institution name and address

Names of anyone with
access to it
Address

Description of the contents

Does debtor
still have it?**20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

Debtor **Topical BioMedics, Inc.**

Case number (if known) _____

☐ None

Facility name and address

Names of anyone with
access to it

Description of the contents

Does debtor
still have it?**Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own****21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.☐ No.☐ Yes. Provide details below.Case title
Case numberCourt or agency name and
address

Nature of the case

Status of case

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?☐ No.☐ Yes. Provide details below.

Site name and address

Governmental unit name and
address

Environmental law, if known

Date of notice

24. Has the debtor notified any governmental unit of any release of hazardous material?☐ No.☐ Yes. Provide details below.

Site name and address

Governmental unit name and
address

Environmental law, if known

Date of notice

Part 13: Details About the Debtor's Business or Connections to Any Business**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☐ None

Business name address

Describe the nature of the business

Employer Identification number

Do not include Social Security number or ITIN.

Dates business existed

Debtor **Topical BioMedics, Inc.**

Case number (if known)

Business name address**Describe the nature of the business****Employer Identification number**

Do not include Social Security number or ITIN.

Dates business existed**EIN:**

From-To 12/18/21 - 11/2023

25.1. **Fundamental Topricin Inventory LLC**

Debtor invested \$350k as capital contribution; Fundamental Credit Advisors was the other original member. In November, 2023, debtor was eliminated as member of FTI

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☒ None**Name and address****Date of service
From-To**

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☒ None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☒ None**Name and address****If any books of account and records are
unavailable, explain why**

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None**Name and address****27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No☐ Yes. Give the details about the two most recent inventories.**Name of the person who supervised the taking of the
inventory****Date of inventory****The dollar amount and basis (cost, market,
or other basis) of each inventory****28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.****Name****Address****Position and nature of any
interest****% of interest, if
any****David Rosenthal****125 Westerly Terrace
Hartford, CT 06105****Audit committee chair****Name****Address****Position and nature of any
interest****% of interest, if
any****Joseph Mazarella****110 Doyle Road
Tolland, CT 06084****Legal committee chair****Name****Address****Position and nature of any
interest****% of interest, if
any****John Stanton****9 Dillworth Court
Simpsonville, SC 29681****Secretary of the board**

Debtor **Topical BioMedics, Inc.**

Case number (if known)

| Name | Address | Position and nature of any interest | % of interest, if any |
|----------------|---|-------------------------------------|-----------------------|
| Dennis Barnett | 124 Moffatt Road Washingtonville, NY 10992 | Chairman of the board / CEO | |

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☐ No
☒ Yes. Identify below.

| Name | Address | Position and nature of any interest | Period during which position or interest was held |
|----------------|--|-------------------------------------|---|
| Steven Spiegel | 15 Prices Switch Road Warwick, NY 10990 | CEO | August, 2019 (interim). Elected permanent CEO in December, 2019 - 11/6/2024 |

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
☒ Yes. Identify below.

| | Name and address of recipient | Amount of money or description and value of property | Dates | Reason for providing the value |
|------|--|--|-------|--|
| 30.1 | David Rosenthal 125 Westerly Terrace Hartford, CT 06105 | \$10,000 | 2024 | Board fees |
| | Relationship to debtor Board member | | | |
| 30.2 | John Stanton 9 Dillworth Court Simpsonville, SC 29681 | \$10,133 | 2024 | Board fees and reimbursement of expenses |
| | Relationship to debtor Board member | | | |
| 30.3 | Joseph Mazzearella 110 Doyle Road Tolland, CT 06084 | \$10,000 | 2024 | Board fees |
| | Relationship to debtor Board member | | | |
| 30.4 | Propinquity Assoc. Business & Management 124 Moffat Road Washingtonville, NY 10992 | \$10,375 | 2024 | Board fees and loan repayment |
| | Relationship to debtor Chairman of board-owned entity | | | |

Debtor Topical BioMedics, Inc.

Case number (if known) _____

| | Name and address of recipient | Amount of money or description and value of property | Dates | Reason for providing the value |
|------|---|--|-------|--------------------------------|
| 30.5 | Main & Jayne Real Estate Inc 15 Prices Switch Road Warwick, NY 10990 | \$6,000 | 2024 | Office rent |
| | Relationship to debtor Board member-owned entity | | | |
| 30.6 | Steven Spiegel 15 Prices Switch Road Warwick, NY 10990 | \$750 | 2024 | Loan repayment |
| | Relationship to debtor Board member | | | |

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the pension fund

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.
18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 11, 2024/s/ Dennis Barnett

Signature of individual signing on behalf of the debtor

Dennis Barnett

Printed name

Position or relationship to debtor Chairman of the BoardAre additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No
☐ Yes

**United States Bankruptcy Court
Southern District of New York**

In re **Topical BioMedics, Inc.**

Debtor(s)

Case No.

Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|------------------|----------------------|------------------|
| A. Kimberly Worth 1032 84th Avenue NE Medina, WA 98039-3919 | Common | 2,500 | 0.061% |
| Adam Boltz 3 Basswood Drive Sussex, NJ 07461 | Common | 1,100 | 0.027% |
| Adam Napoleon & Amber Mamakos 2570 Laguna Road Santa Rosa, CA 95401-3776 | Common | 3,000 | 0.073% |
| Adelene McIlhinney 700 Pebble Hill Drive Doylestown, PA 18901 | Common | 6,600 | 0.162% |
| Alan DeLeon 7601 Beech Tree Road Bethesda, MD 20817 | Common | 1,000 | 0.024% |
| Alan Harris 840A Main Road Dover, NJ 07802 | Common | 500 | 0.012% |
| Alvin & Sandra Feinberg 12950 SW 7th Court, Apt. 307 Pembroke Pines, FL 33027 | Common | 2,500 | 0.061% |
| Amanda Rose Martinson 8 Wagner Drive Rock Tavern, NY 12575 | Common | 50 | 0.001% |
| Andrea Chrisjohn 74 West O'Reilly Street Kingston, NY 12401 | Preferred | | |
| Andy Kadison 228 Avalon Lake Road Danbury, CT 06810 | Preferred | 175,000 | |
| Angela Lynn Fraleigh 431 N Howard Street Allentown, PA 18102 | Common | 880 | 0.022% |

In re: **Topical BioMedics, Inc.**

Debtor(s)

Case No. _____

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|----------------|----------------------|------------------|
| Ann Diangelo 2 Hook Road Rhinebeck, NY 12572 | Common | 3,000 | 0.073% |
| Anne D. Becker 426 50th Avenue, Apt. 3 West Palm Beach, FL 33407 | Common | 500 | 0.012% |
| AnnMarie Tiernan 45 Edgewood Drive Poughkeepsie, NY 12603 | Common | 120 | 0.003% |
| Anthony Scano 40 Putnam Drive Hyde Park, NY 12538 | Common | 200 | 0.005% |
| Anthony Tanzola c/o Gregory Tanzola 41 Hearthstone Lane Marlton, NJ 08053 | Common | 2,500 | 0.061% |
| Arin McIntosh 896 Spice Valley Road Mitchell, IN 47446 | Common | 3,000 | 0.073% |
| Arthur Matney PO Box1489 Quechee, VT 05059 | Common | 40,000 | 0.980% |
| Aurora Bisso 37 10th Street Staten Island, NY 10306 | Common | 2,500 | 0.061% |
| Aurora Mindur 37 10th Street Staten Island, NY 10306 | Common | 200 | 0.005% |
| Aurora Paradise 8 Taylor Lane Cape May, NJ 08204 | Common | 595,576.00 | 14.585% |
| Barbara Feldsine 350 Watersedge Drive Cross Hill, SC 29332 | Common | 3,000 | 0.073% |
| Brian & Douglas Smith PO Box 658 Hagerman, ID 83332 | Common | 1,000 | 0.024% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|----------------|----------------------|------------------|
| Brian Bisso 130 Spring Street Staten Island, NY 10304 | Common | 200 | 0.005% |
| Brian Riva 2915 SE Ash Street Portland, OR 97214-1827 | Common | 6,700 | 0.164% |
| Bruce Duryea 43-28 Piedmont Court Morristown, NJ 07960 | Common | 500 | 0.012% |
| Carla Knauf 335 State Route 208 New Paltz, NY 12561 | Common | 500 | 0.012% |
| Carol Ferguson 23 Lake Vista Drive Cape May Court House, NJ 08210-1135 | Common | 1,100 | 0.027% |
| Carol Robb 4117 Karl Road, Apt. 300 Columbus, OH 43224-2078 | Common | 3,000 | 0.073% |
| Carolyn Yankoski 21 Chilton Lane Fishersville, VA 22939-2529 | Common | 200 | 0.005% |
| Catherine Marquart 10 Diana Court East Brunswick, NJ 08816 | Common | 2,500 | 0.061% |
| Cedar Ohana Cividanes 191 SE Rocky Road Shelton, WA 98584 | Common | 1,000 | 0.024% |
| Charles & Frances Stek 25317 Bormann Drive New Braunfels, TX 78132-4548 | Common | 2,500 | 0.061% |
| Charles McIlhinney 23 Pebble Valley Drive Doylestown, PA 18901 | Common | 500 | 0.012% |
| Chase Aguilar 612 Conestaga Road Berwyn, PA 19312 | Common | 100 | 0.002% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|----------------|----------------------|------------------|
| Chelsea Aguilar 612 Conestoga Road Berwyn, PA 19312 | Common | 100 | 0.002% |
| Chris Francese 10 W Cedar Street Poughkeepsie, NY 12601 | Common | 1,000 | 0.024% |
| Christine Sause 1633 S Kirkman Road, Apt. 379 Orlando, FL 32811-2566 | Common | 500 | 0.012% |
| Christopher Paradise 4-6 Union Avenue Norwalk, CT 06854 | Common | 200 | 0.005% |
| Cindy Stern 744 S 3rd Street Philadelphia, PA 19147-3321 | Common | 110 | 0.003% |
| Claudia Provenzano 4 Virginia Street Kendall Park, NJ 08824-1723 | Common | 500 | 0.012% |
| Cynthia Luban-Crespo | Common | 3,000 | 0.073% |
| Dale Grust 96 Plains Road New Paltz, NY 12561 | Common | 2,500 | 0.061% |
| Dale Schmidt 509 W Montclair Avenue Milwaukee, WI 53217-4441 | Common | 2,500 | 0.061% |
| Dan Giedt 29 S. Fulton Street Westbury, NY 11590 | Common | 2,000 | 0.049% |
| Dan Giedt 29 S. Fulton Street Westbury, NY 11590 | Common | 2,060 | 0.050% |
| Daniel & Frances Boltz 3 Basswood Drive Sussex, NJ 07461 | Common | 16,500 | 0.404% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|------------------|----------------------|------------------|
| Daniel Hagenman 4 Concord Lane Voorhees, NJ 08043 | Common | 6,000 | 0.147% |
| Dante & Donna Cacace | Common | 5,000 | 0.122% |
| David A. Greene 4 Mountain View Avenue Saugerties, NY 12477 | Common | 2,000 | 0.049% |
| David Rosenthal 125 Westerly Terrace Hartford, CT 06105 | Preferred | 190,000 | |
| Deborah Lynn Frey 10 Schumacher Pond Road Barryville, NY 12719 | Common | 500 | 0.012% |
| Debra Anne Conn 55 Currant Drive Clarksboro, NJ 08020 | Common | 1,100 | 0.027% |
| Dennis Barnett 124 Moffatt Road Washingtonville, NY 10992 | Preferred | 240,000 | |
| Dennis McIlhinney 705 Spruce Hill Drive Ottsville, PA 18942-1542 | Common | 1,200 | 0.029% |
| Diane D'Alton 1615 Pennifield Drive Thorofare, NJ 08086 | Common | 4,347 | 0.106% |
| Diane Hanson 55 Currant Drive Clarksboro, NJ 08020 | Common | 1,100 | 0.027% |
| Diane Todd 2518 17th Avenue S Seattle, WA 98144 | Common | 2,500 | 0.061% |
| Domenic & Helen Codella 1421 Fela Avenue North Brunswick, NJ 08902 | Common | 2,500 | 0.061% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|----------------|----------------------|------------------|
| Don & Julie Starner 27 Gillis Road Grahamsville, NY 12740 | Common | 2,500 | 0.061% |
| Donald & Eileen Woodin 1640 Pleasant Hill Drive Charleston, SC 29414 | Common | 13,334 | 0.327% |
| Donald Cunnane 772 Hoover Road Blue Bell, PA 19422 | Common | 1,000 | 0.024% |
| Donna Krogh 13550 W. White Rock Drive Sun City West, AZ 85375 | Common | 1,000 | 0.024% |
| Dorothy Mindur Baker 25 Lower Simcoe Street, Apt. 205 Toronto Canada M5J3A1, ON | Common | 200 | 0.005% |
| Douglas & Jeanne Hunt PO Box 6 High Falls, NY 12440 | Common | 2,000 | 0.049% |
| Dr. Joseph Lipa Jr. Ltd 1021 W Main Street Lansdale, PA 19446 | Common | 5,000 | 0.122% |
| East Park Pharmacy/Peter Angarola 650 Violet Avenue Hyde Park, NY 12538 | Common | 2,000 | 0.049% |
| Edgar & Rowen DeLeon 4 Renwick Court Rockville, MD 20850 | Common | 1,000 | 0.024% |
| Edith Schneider 38 Birch Street Port Washington, NY 11050 | Common | 1,000 | 0.024% |
| Edward Maleady 9 Third Street Hoosick Falls, NY 12090-1703 | Common | 1,000 | 0.024% |
| Edwin Christensen III 27 Friendship Lane Red Hook, NY 12571 | Common | 40,000 | 0.98% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|----------------|----------------------|------------------|
| Edwin Christensen III 27 Friendship Lane Red Hook, NY 12571 | Common | 20,000 | 0.490% |
| Eileen Adams Absenger 138 Tate Avenue Buchanan, NY 10511 | Common | 1,000 | 0.024% |
| Eileen Sunderland 88 College Avenue Poughkeepsie, NY 12603 | Common | 7,000 | 0.171% |
| Elizabeth Paradise 10 Garden Street, Apt. 5 Rhinebeck, NY 12572 | Common | 5,500 | 0.135% |
| Ellen Manis N. Windsor Avenue Atlantic City, NJ 08401 | Common | 550 | 0.013% |
| Elmer DeLeon 8126 Old Georgetown Road Bethesda, MD 20814 | Common | 1,000 | 0.024% |
| Elvira & Joseph Rodek 36 9th Street Somerset, NJ 08873 | Common | 2,500 | 0.061% |
| Emileah Jean Aguilar 612 Conestaga Road Berwyn, PA 19312 | Common | 100 | 0.002% |
| Eric Highbloom The Woods Wayne, PA 19087 | Common | 2,750 | 0.067% |
| Flora Benson 165 Highbluffs Boulevard, Apt. 314 Columbus, OH 43235 | Common | 5,000 | 0.122% |
| Frank Bisso 613 East Road Middletown, NJ 07748 | Common | 200 | 0.005% |
| Frank Damiano 12 Mariner Drive Randolph, NJ 07869 | Common | 2,000 | 0.049% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|----------------|----------------------|------------------|
| Frank Delgais PO Box 8593 Pelham, NY 10803 | Common | 2,500 | 0.061% |
| Frank Laudino Sr. 229 Melody Lane Lavallette, NJ 08735 | Common | 2,500 | 0.061% |
| Frank Meuschke 596 Trelago Way, Unit 12-205 Maitland, FL 32751 | Common | 9,634 | 0.236% |
| Gale Knull 3141 Hatch Lane The Villages, FL 32162 | Common | 2,000 | 0.049% |
| Garrett Hanson Aguilar 612 Conestaga Road Berwyn, PA 19312 | Common | 4,347 | 0.106% |
| Gary Hobson PO Box 724 Rhinebeck, NY 12572 | Common | 13,334 | 0.327% |
| Gary Quinn 1465 Cedar Avenue Brick, NJ 08724 | Common | 1,000 | 0.024% |
| Genevieve Jablonski 39 William Street Sayreville, NJ 08872 | Common | 2,500 | 0.061% |
| Giacomo DiDonato 16285 Willow Drive Wellsville, OH 43968-9732 | Common | 14,000 | 0.343% |
| Giacomo DiDonato 16285 Willow Drive Wellsville, OH 43968-9732 | Common | 10,000 | 0.245% |
| Giacomo DiDonato 16285 Willow Drive Wellsville, OH 43968-9732 | Common | 14,000 | 0.343% |
| Giacomo DiDonato 16285 Willow Drive Wellsville, OH 43968-9732 | Common | 14,000 | 0.343% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____
Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|----------------|----------------------|------------------|
| Giacomo/Sylvia DiDonato 16285 Willow Drive Wellsville, OH 43968-9732 | Common | 14,000 | 0.343% |
| Gilbert DeLeon 16 Maddy Lane Kingston, NY 12401 | Common | 1,000 | 0.024% |
| Glenn & Diana Hobson 7387 S. Broadway, Apt. 1 Red Hook, NY 12571 | Common | 13,333 | 0.327% |
| Gloria Antignani 1037 North Avenue Stratford, CT 06614 | Common | 5,000 | 0.122% |
| Greg Jorgensen 7031 Montauk Point Crossing Bradenton, FL 34212 | Common | 26,668 | 0.653% |
| Harold Lierow 7 Barrett Circle Warwick, NY 10990 | Common | 13,333 | 0.327% |
| Harold Lierow 7 Barrett Circle Warwick, NY 10990 | Common | 13,333 | 0.327% |
| Helen & Andrew Mako PO Box 308 Quaker Hill, CT 06375 | Common | 2,500 | 0.061% |
| Helene Murphy PO Box 308 Quaker Hill, CT 06375 | Common | 1,000 | 0.024% |
| Herbert & Joan Baume 86 Rosedale Road Yonkers, NY 10710 | Common | 5,000 | 0.122% |
| Hugh Davis PO Box 306 Copake, NY 12516 | Common | 1,000 | 0.024% |
| Igor & Irina Burdenko 8 Wessex Road Newton Center, MA 02459 | Common | 1,500 | 0.037% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|----------------|----------------------|------------------|
| Interactive Resources Management Michael Douglas 9048 Woodlake Lane Villa Rica, GA 30180-9623 | Common | 7,500 | 0.184% |
| Irene Melendez 126 Gracey Street Edison, NJ 08817 | Common | 5,000 | 0.122% |
| Isaiah Pagano 176 Clinton Corners Road Salt Point, NY 12578 | Common | 200 | 0.005% |
| Jack DiDonato 16285 Willow Drive Wellsville, OH 43968-9732 | Common | 600 | 0.015% |
| Jacklyn Hanson 2840 W Fox Chase Circle Doylestown, PA 18902 | Common | 100 | 0.002% |
| James & Denise Coy 3825 Forest Hill Drive Furlong, PA 18925 | Common | 3,000 | 0.073% |
| James Haas III 1 South Park Drive Vincentown, NJ 08088 | Common | 11,000 | 0.269% |
| James Kapalla 16 South Avenue W, Suite 105 Cranford, NJ 07016 | Common | 10,000 | 0.245% |
| James Kapalla 16 South Avenue W, Suite 105 Cranford, NJ 07016 | Common | 13,334 | 0.327% |
| James McIlhinney 3547 Shelmire Avenue Philadelphia, PA 19136 | Common | 200 | 0.005% |
| James Stanton 9582 SE 174th Loop Summerfield, FL 34491 | Common | 20,000 | 0.490% |
| Janet Alexander 13086 N. 100th Avenue Sun City, AZ 85351 | Common | 6,666.67 | 0.163% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|----------------|----------------------|------------------|
| Janet Alexander 13086 N. 100th Avenue Sun City, AZ 85351 | Common | 7,500 | 0.184% |
| Janet Pagniello 8902 Lost Valley Drive Mars, PA 16046 | Common | 43,674.66 | 1.070% |
| Janet Pagniello 8902 Lost Valley Drive Mars, PA 16046 | Common | 22,925.33 | 0.561% |
| Janet Pagniello 8902 Lost Valley Drive Mars, PA 16046 | Common | 13,680 | 0.335% |
| Janet Pagniello 8902 Lost Valley Drive Mars, PA 16046 | Common | 3,000 | 0.073% |
| Jason Bittner 1110 Evergreen Street Kingston, NY 12401 | Preferred | 25,000 | |
| Jeanne Hanson Colborn 1361 Boot Road West Chester, PA 19380 | Common | 1,500 | 0.037% |
| Jeanne Hanson Colborn 1361 Boot Road West Chester, PA 19380 | Common | 4,347 | 0.106% |
| Jeannette Schaller 4224 Arabella Way Little River, SC 29566 | Common | 500 | 0.012% |
| Jennifer Bisso 793 Park Avenue Middletown, NJ 07748 | Common | 200 | 0.005% |
| Jennifer Duricko-Erdogan 6 Peachtree Way Morristown, NJ 07960 | Common | 15,738 | 0.385% |
| Jennifer Duricko-Erdogan 6 Peachtree Way Morristown, NJ 07960 | Common | 595,576 | 14.585% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|----------------|----------------------|------------------|
| Jennifer Kraljik 265 Maple Street Islip, NY 11751 | Common | 200 | 0.005% |
| Jessica Marie Martinson 23 Straub Drive Pleasant Valley, NY 12569 | Common | 100 | 0.002% |
| Joan Chierchia 2267 W. 6th Street Brooklyn, NY 11223 | Common | 1,000 | 0.024% |
| Joanne Lipa 1021 W. Main Street Lansdale, PA 19446 | Common | 5,000 | 0.122% |
| Jocelyn Caruso 13569 Rand Drive Sherman Oaks, CA 91423 | Common | 500 | 0.012% |
| John & Barbara Jean Hanson III 120 Skyline Drive Downingtown, PA 19335 | Common | 2,200 | 0.054% |
| John & Kathleen Meuschke 42 Sullivan Road Farmingdale, NY 11735 | Common | 27,500 | 0.673% |
| John & Linda McIlhinney 1634 Broad Street Perkasie, PA 18944 | Common | 1,100 | 0.027% |
| John & Lorraine Charette 16 Sherry Road East Brunswick, NJ 08816 | Common | 5,000 | 0.122% |
| John & Maria Adelaide Monteiro 85 WA Street Hudson, MA 01749 | Common | 3,000 | 0.073% |
| John Fletcher Hanson III 120 Skyline Drive Downingtown, PA 19335 | Common | 4,347 | 0.106% |
| John Graham Sr. 233 Locust Avenue Garwood, NJ 07027 | Common | 11,000 | 0.269% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|------------------|----------------------|------------------|
| John Hanson IV 120 Skyline Drive Downingtown, PA 19335 | Common | 39 | 0.001% |
| John Keeley 86 Hillside Avenue Monsey, NY 10952 | Common | 12,500 | 0.306% |
| John Stanton 9 Dillworth Court Simpsonville, SC 29681 | Common | 226,667 | 4.163% |
| John Stanton 9 Dillworth Court Simpsonville, SC 29681 | Preferred | 190,000 | |
| Jonathan Heath 18 Pearl Street, #3 Kingston, NY 12401 | Preferred | 135,000 | |
| Joseph & Patsy Rollo 20770 Dean Street Warren, MI 48091-2743 | Common | 1,000 | 0.024% |
| Joseph & Susan McIlhinney 576 Maple Avenue Doylestown, PA 18901 | Common | 1,100 | 0.027% |
| Joseph Lecesse 2218 State Route 32 Modena, NY 12548 | Common | 1,427 | 0.035% |
| Joseph Mazzarella 110 Doyle Road Tolland, CT 06084 | Preferred | 190,000 | |
| Joseph T. McIlhinney 2180 S Easton Road Doylestown, PA 18901 | Common | 1,100 | 0.027% |
| Josephine Martinson 23 Straub Drive Pleasant Valley, NY 12569 | Common | 600 | 0.015% |
| Josephine Pagano Magnotta 176 Clinton Corners Road Salt Point, NY 12578 | Common | 10,022 | 0.245% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

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Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|----------------|----------------------|------------------|
| Judith Lawrence c/o Desmond Dutcher | Common | 1,000 | 0.024% |
| Karen & Roland Langlois 50 Fair Acres Circle Mystic, CT 06355 | Common | 500 | 0.012% |
| Karen Duricko 77 West School Street Olyphant, PA 18447 | Common | 15,750 | 0.386% |
| Karen Sklodowski 4422 Woodway Avenue Cleveland, OH 44134-1160 | Common | 2,000 | 0.049% |
| Karen Stevens 1293 First Avenue, Apt. 2 New York, NY 10021 | Common | 2,500 | 0.061% |
| Karl Jon Martinson 23 Straub Drive Pleasant Valley, NY 12569 | Common | 100 | 0.002% |
| Katherine Gates-Buettner 67 Johnstontown Road Sloatsburg, NY 10974 | Common | 12,500 | 0.306% |
| Katherine Grace Martinson 8 Wagner Drive Rock Tavern, NY 12575 | Common | 50 | 0.001% |
| Kathleen Crampton 93 Sunnybrook Circle Highland, NY 12528 | Common | 500 | 0.012% |
| Kathleen Petagine 19 Pond Drive E Rhinebeck, NY 12572 | Common | 1,000 | 0.024% |
| Kathy Lynn / Rodney Clarkson 125 Lincoln Circle Maryland, NY 12116 | Common | 13,334 | 0.327% |
| Ken & Anita Harvey 37 10th Street Staten Island, NY 10306 | Common | 1,000 | 0.024% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|------------------|----------------------|------------------|
| Kevin Costa 352 S. Mountain Road Wallkill, NY 12589 | Common | 4,269 | 0.105% |
| Kevin O'Connor 96160 Ocean Breeze Drive Fernandina Beach, FL 32034 | Common | 7,500 | 0.184% |
| Kim Alderman PO Box 620 Woodstock, NY 12498 | Common | 2,000 | 0.049% |
| Kimberly Duricko 405 Autumn Drive Moscow, PA 18444 | Common | 100 | 0.002% |
| Kristen Findley-Lobb 100 Jones Street Marietta, PA 17547 | Common | 1,423 | 0.035% |
| Lai Look 54 Headlines Drive Hilton Head Island, SC 29926 | Common | 1,000 | 0.024% |
| Laura Dzwonek 220 Wayne Road Rotonda West, FL 33947 | Common | 1,451 | 0.036% |
| Lauren Nicole Anderson 34 Middle Highway East Hampton, NY 11937 | Common | 500 | 0.012% |
| Lillian Zelanin 80 Myrtle Avenue Ansonia, CT 06401 | Common | 5,000 | 0.122% |
| Linda Zastenchik 393 Waterbury Hill Road Lagrangeville, NY 12540 | Preferred | 25,000 | |
| Lisa & Todd Damkoehler 6320 Pasadena Point Blvd S. Saint Petersburg, FL 33707 | Common | 6,667 | 0.163% |
| Lisa Marie Tiernan 45 Edgewood Drive Poughkeepsie, NY 12603 | Common | 50 | 0.001% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|------------------|----------------------|------------------|
| Lisa Olinger 93 Mechanic Street Upton, MA 01568 | Common | 5,000 | 0.122% |
| Loraine Greene 4 Mountain View Avenue Saugerties, NY 12477 | Common | 1,500 | 0.037% |
| Lou Paradise 8 Taylor Lane Cape May, NJ 08204 | Common | 595,576 | 14.585% |
| Louis & Patricia Bisso 130 Spring Street Staten Island, NY 10304 | Common | 14,984 | 0.367% |
| Louis Bisso III 68 Colon Avenue Staten Island, NY 10308 | Common | 200 | 0.005% |
| Lukolic Zeljko 1125 Lexington Avenue New York, NY 10075 | Common | 1,000 | 0.024% |
| Manuel DeLeon 2216 Lida Court Alexandria, VA 22306 | Common | 1,000 | 0.024% |
| Margaret Costa 352 S. Mountain Road Wallkill, NY 12589 | Common | 14,230 | 0.348% |
| Margaret Dineen 49 Windmill Court Huntington Station, NY 11746 | Common | 2,500 | 0.061% |
| Margaret Doner PO Box 294 Staatsburg, NY 12580 | Common | 500 | 0.012% |
| Margaret Martino 19 Wayside Drive PO Box 545 Hurley, NY 12443 | Preferred | 25,000 | |
| Margaret Snaidas 29 Riverview Avenue Piscataway, NJ 08854 | Common | 1,000 | 0.024% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|------------------|----------------------|------------------|
| Maria Hanson 2840 W Fox Chase Circle Doylestown, PA 18901 | Common | 100 | 0.002% |
| Maria Lecesse 512 Barbados Drive Lake Wales, FL 33859 | Common | 4,897 | 0.120% |
| Maria Stokes 14 Delafield Street Poughkeepsie, NY 12601 | Common | 3,000 | 0.073% |
| Marianne Lipa 1021 W Main Street Lansdale, PA 19446 | Common | 5,000 | 0.122% |
| Marjorie Lapham 22 Beckrick Drive Rhinebeck, NY 12572 | Common | 10,000 | 0.245% |
| Mark Codella in trust for Stephn Codella 11 Fawnwood Drive Voorhees, NJ 08043 | Common | 1,000 | 0.024% |
| Mark Pagano 38 Croft Road Poughkeepsie, NY 12603 | Common | 8,635 | 0.211% |
| Mark Tetreault 25 Kircher Road Saratoga Springs, NY 12866 | Common | 18,667 | 0.457% |
| Mark Witham 253 Brookside Avenue Ridgewood, NJ 07450 | Preferred | 110,000 | |
| Martin & Garret Aguilar 612 Conestaga Road Berwyn, PA 19312 | Common | 650 | 0.016% |
| Marybeth & Rob Hanson 2840 W Fox Chase Circle Doylestown, PA 18902 | Common | 12,700 | 0.311% |
| Maryellen Martinson LMT 23 Straub Drive Pleasant Valley, NY 12569 | Common | 550 | 0.013% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|----------------|----------------------|------------------|
| Matt Damiano 12 Mariner Drive Randolph, NJ 07869 | Common | 15,067 | 0.369% |
| Melanie Vasile 596 Trelago Way, Unit 12-205 Maitland, FL 32751 | Common | 1,000 | 0.024% |
| Michael & Carol Duricko 405 Autumn Drive Moscow, PA 18444 | Common | 1,000 | 0.024% |
| Michael & Danene Foti 12 Lacey Avenue, #A Doylestown, PA 18901 | Common | 5,000 | 0.122% |
| Michael & Lisa Fuzesi 30 Janice Drive Spotswood, NJ 08884 | Common | 2,500 | 0.061% |
| Michael Duricko 1028 Vista Drive Coopersburg, PA 18036 | Common | 100 | 0.002% |
| Michael Guiglotto DC 614 N. Elting Corners Road Highland, NY 12528 | Common | 250 | 0.006% |
| Michael Yusko 7619 Uliva Way Sarasota, FL 34238-4797 | Common | 2,200 | 0.054% |
| Michelle & John Graham 1347 Glenside Avenue Downingtown, PA 19335 | Common | 5,500 | 0.135% |
| Michelle & Mark Hoosier 400 Eagle Point Drive Columbia, SC 29229 | Common | 13,334 | 0.327% |
| Michelle Fuoco 34 Virginia Drive Kingston, NY 12401 | Common | 10,000 | 0.245% |
| Nancy Fairchild 117 NW Chamberlain Bend, OR 97701 | Common | 20,000 | 0.490% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

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Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|----------------|----------------------|------------------|
| Nancy Ferrero 329 Sanford Avenue Lyndhurst, NJ 07071 | Common | 1,000 | 0.024% |
| Nancy Lupiano 840 Ramapo Valley Road Oakland, NJ 07436 | Common | 3,000 | 0.073% |
| Neil Mansfield 26 Matuk Drive Hyde Park, NY 12538 | Common | 1,000 | 0.024% |
| Nicholas Capra PO Box 72 East Hanover, NJ 07936 | Common | 5,750 | 0.141% |
| Nicholas Cilla 1762 Horizon Sunset Drive Las Vegas, NV 89123 | Common | 1,200 | 0.029% |
| Norman Riker 26 Indiana Avenue Long Beach, NY 11561 | Common | 2,000 | 0.049% |
| Pamela Grimm 85 Park Street Binghamton, NY 13905 | Common | 2,000 | 0.049% |
| Patrick Mason 382 Roche Drive Ancramdale, NY 12503 | Common | 100 | 0.002% |
| Paul Paradise 7 Lakewood Drive Norwalk, CT 06851 | Common | 200 | 0.005% |
| Paula Patrice c/o Karen Langlois 50 Fair Acres Circle Mystic, CT 06355 | Common | 500 | 0.012% |
| Peter & Debra Harrison 700 Pebble Hill Drive Doylestown, PA 18901 | Common | 1,100 | 0.027% |
| Peter & Susan Palmer 5759 Route 315 Pawlet, VT 05761 | Common | 2,500 | 0.061% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

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Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|----------------|----------------------|------------------|
| Peter Harrison PO Box 6 Doylestown, PA 18901 | Common | 1,100 | 0.027% |
| Peter Joseph Martinson 23 Straub Drive Pleasant Valley, NY 12569 | Common | 160 | 0.004% |
| Ralph Szeszko 15 Eugene Boulevard South Amboy, NJ 08879 | Common | 2,500 | 0.061% |
| Richard Allen Stevens 5134 La Dorna Street San Diego, CA 92115 | Common | 3,500 | 0.086% |
| Richard Arrow 2159 Magee Avenue Philadelphia, PA 19149 | Common | 3,000 | 0.073% |
| Richard Bisso 613 East Road Middletown, NJ 07748 | Common | 500 | 0.012% |
| Richard Cividanes 16450 Laughlin Road Guerneville, CA 95446 | Common | 14,477 | 0.355% |
| Richard DeMuesy, Jr. 45 San Raphael Dana Point, CA 92629 | Common | 3,500 | 0.086% |
| Richard J. Myers 4480 Icard Ridge Road Hickory, NC 28601-7615 | Common | 500 | 0.012% |
| Richard Lance 128 Sparta Avenue Newton, NJ 07860 | Common | 10,000 | 0.245% |
| Richard Lecesse Sr. 57 Burleigh Road New Paltz, NY 12561 | Common | 2,200 | 0.054% |
| Robert & Anita Fuzesi 43 Frederick Place Old Bridge, NJ 08857-2535 | Common | 2,500 | 0.061% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|----------------|----------------------|------------------|
| Robert & Ann Sheeley 2235 Jefferson Circle Little River, SC 29566-9123 | Common | 4,289 | 0.105% |
| Robert & Leola Terry 910 Thieriot Avenue, Apt. 2D Bronx, NY 10473-3205 | Common | 600 | 0.015% |
| Robert & Louise Paradise 56 Gillies Lane Norwalk, CT 06854 | Common | 1,000 | 0.024% |
| Robert & Michele Schopf Jr 4700 Watson Drive Doylestown, PA 18901 | Common | 1,000 | 0.024% |
| Robert Coager 5 Mohawk Avenue Schenectady, NY 12302 | Common | 1,000 | 0.024% |
| Robert Frank Hanson 2840 W Fox Chase Circle Doylestown, PA 18902 | Common | 4,345 | 0.106% |
| Robert McIlhinney 223 Union Street Doylestown, PA 18901 | Common | 550 | 0.013% |
| Robert Michael Tiernan 45 Edgewood Drive Poughkeepsie, NY 12603 | Common | 50 | 0.001% |
| Robert Oehl 286 Old Route 55 Poughquag, NY 12570 | Common | 26,667 | 0.653% |
| Robert Oehl 286 Old Route 55 Poughquag, NY 12570 | Common | 26,667 | 0.653% |
| Robert Paradise 56 Gillies Lane Norwalk, CT 06854 | Common | 1,000 | 0.024% |
| Robin Kozlowski 15 Aron Street Smithtown, NY 11787 | Common | 500 | 0.012% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|------------------|----------------------|------------------|
| Russell Michael Martinson 8 Wagner Drive Rock Tavern, NY 12575 | Common | 60 | 0.001% |
| Scott & Rosani Kowalik 2075 SW 14th Avenue Boynton Beach, FL 33426 | Common | 2,957 | 0.072% |
| Scott Bisso 130 Spring Street Staten Island, NY 10304 | Common | 200 | 0.005% |
| Scott McGraw 12933 Circle Drive Rockville, MD 20850 | Common | 13,335 | 0.327% |
| Sean & Denise Curry 3715 Wylam Avenue Moosic, PA 18507 | Common | 100 | 0.002% |
| Sequoia River Cividanes 191 SE Rocky Road Shelton, WA 98584 | Common | 1,000 | 0.024% |
| Sharon Swisher Rovere 923 Alps Road Wayne, NJ 07470 | Common | 1,000 | 0.024% |
| Sonia Greenhagen c/o Karen Langlois 50 Fairacres Circle Mystic, CT 06355 | Common | 500 | 0.012% |
| Stan & Hazel Kowalik 2075 SW 14th Avenue Boynton Beach, FL 33426 | Common | 1,472 | 0.036% |
| Starr Culver 1112 Eolus Avenue Encinitas, CA 92024 | Common | 13,334 | 0.327% |
| Stephanie Pulido Spiegel 15 Prices Switch Road Warwick, NY 10990 | Preferred | 110,000 | |
| Stephen & Helen Dzwonek 25 Adam Street Dunstable, MA 01827 | Common | 1,453 | 0.036% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|------------------|----------------------|------------------|
| Steven Cividanes 191 SE Rocky Road Shelton, WA 98584 | Common | 13,534 | 0.331% |
| Steven Spiegel 15 Prices Switch Road Warwick, NY 10990 | Common | 595,000 | 14.571% |
| Steven Spiegel 15 Prices Switch Road Warwick, NY 10990 | Preferred | 190,000 | |
| Suja Hart 16450 Laughlin Road Guerneville, CA 95446 | Common | 5,000 | 0.122% |
| Susan Steele 32 Beverly Road Piscataway, NJ 08854 | Common | 2,500 | 0.061% |
| Tara Paradise-Dwyer 31 Starr Drive Rhinebeck, NY 12572 | Common | 5,000 | 0.122% |
| Tennie Green 183 Suydam Street New Brunswick, NJ 08901 | Common | 2,000 | 0.049% |
| Theodore & Frances Lekakis 28 Van Nostrand Road New Paltz, NY 12561 | Common | 15,000 | 0.367% |
| Thomas Maloney 150 E 9th Avenue Conshohocken, PA 19428 | Common | 1,000 | 0.024% |
| Thomas McIlhinney PO Box 510 Jamison, PA 18929 | Common | 300 | 0.007% |
| Thomas Robinson 1 Van Evera Drive Altamont, NY 12009 | Common | 5,000 | 0.122% |
| Tim Gold 157 W 18th Street New York, NY 10011 | Common | 5,500 | 0.135% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|----------------|----------------------|------------------|
| Timothy & Catalina Wagner 6 Druid Lane Malvern, PA 19355 | Common | 2,750 | 0.067% |
| Timothy Hofinga 609 W Founders Drive Eagle, ID 83616 | Common | 1,200 | 0.029% |
| Trina Capone (Paradise) 6 Murphy's Lane Brookfield, CT 06804 | Common | 5,000 | 0.122% |
| Ved & Ilasherr Gupta 15 Creekside Road Hopewell Junction, NY 12533 | Common | 13,334 | 0.327% |
| Ved & Ilasherr Gupta 15 Creekside Road Hopewell Junction, NY 12533 | Common | 15,000 | 0.367% |
| Vincent Toth 2 Catherine Court Boonton, NJ 07005-9001 | Common | 157,500 | 3.857% |
| Virginia Rohr 4510 Broadhurst Drive Columbus, OH 43213-1939 | Common | 2,500 | 0.061% |
| Walter Zelanin 256 N. State Street Ansonia, CT 06401 | Common | 1,000 | 0.024% |
| William & Gladys Beal 924 Palace Garden Way Raleigh, NC 27603-2891 | Common | 40,000 | 0.980% |
| William & Gladys Beal 924 Palace Garden Way Raleigh, NC 27603-2891 | Common | 25,000 | 0.612% |
| William & Gladys Beal 924 Palace Garden Way Raleigh, NC 27603-2891 | Common | 22,000 | 0.539% |
| William Colborn 1361 E. Boot Road, Apt.362 West Chester, PA 19380 | Common | 6,400 | 0.157% |

List of equity security holders consists of 25 total page(s)

In re: **Topical BioMedics, Inc.**

Debtor(s)

Case No. _____

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|----------------|----------------------|------------------|
| William Epstein 14757 Cape Drive E Jacksonville, FL 32226 | Common | 500 | 0.012% |
| William Stout, Trustee Windmill Investments 3096 Old White Way Ainsworth, IA 52201-9272 | Common | 2,500 | 0.061% |
| William Wiecher 14 Pinecrest Road New Paltz, NY 12561 | Common | 1,434 | 0.035% |
| Zachary Sklar PO Box 1388 Olivebridge, NY 12461-0388 | Common | 10,000 | 0.245% |

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Chairman of the Board** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **November 11, 2024**

Signature **/s/ Dennis Barnett**
Dennis Barnett

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

United States Bankruptcy Court
Southern District of New York

In re Topical BioMedics, Inc.

Debtor(s)

Case No.
Chapter 11

VERIFICATION OF CREDITOR MATRIX

I, the Chairman of the Board of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: November 11, 2024

/s/ Dennis Barnett
Dennis Barnett/Chairman of the Board
Signer/Title

ALTWELL RX INC.
148 N. MAIN STREET
FLORIDA, NY 10921

ALTWELLRX, INC.
ATTN: JOHN P. TAKACS
6121 EVIAN PLACE
BOYNTON BEACH, FL 33437

AMERICAN EXPRESS BUSINESS GOLD
PO BOX 981535
EL PASO, TX 79998-1535

BECKET & LEE, PC
ATTNYS FOR AMERICAN EXPRESS
P.O. BOX 3001
MALVERN, PA 19355-0701

BWA LAW GROUP APC
1901 EAST 4TH STREET, SUITE 150
SANTA ANA, CA 92705

CC DATA SOLUTIONS LLC F/K/A BLUE RIVE
A/K/A SPINS
311 W. HURON STREET, SUITE 900
CHICAGO, IL 60654

CENTRI BUSINESS CONSULTING SERVICES
651 E. TOWNSHIP LINE ROAD, UNIT 1663
BLUE BELL, PA 19422-5076

CENTRI VALUATION SERVICES, LLC
8 PENN CENTER
1628 JFK BOULEVARD, SUITE 500
PHILADELPHIA, PA 19103

COMMERCIAL FINANCE PARTNERS, LLC
1200 N. FEDERAL HIGHWAY, SUITE 201
BOCA RATON, FL 33432

COSMETIC SOLUTIONS, LLC
6101 PARK OF COMMERCE BLVD.
BOCA RATON, FL 33487

ELIOT KIRSHNITZ, ESQ.
NEWTEKONE, INC.
1981 MARCUS AVENUE, SUITE 130
LAKE SUCCESS, NY 11042

FUNDAMENTAL TOPRICIN INVENTORY LLC
148 N. MAIN STREET
FLORIDA, NY 10921

JOHN STANTON
9 DILLWORTH COURT
SIMPSONVILLE, SC 29681

JOSEPH MAZZARELLA
110 DOYLE ROAD
TOLLAND, CT 06084

KAPITUS LLC
2500 WILSON BOULEVARD, SUITE 350
ARLINGTON, VA 22201

KELLER AND HECKMAN LLP
1001 G STREET NW, SUITE 500 WEST
WASHINGTON, DC 20001

KEYBANK
PO BOX 94831
CLEVELAND, OH 44101-4831

KIMBERLY GONZALES
C/O PACIFIC TRIAL ATTORNEYS
4100 NEWPORT PLACE DRIVE, SUITE 800
NEWPORT BEACH, CA 92660

KONICA MINOLTA BUSINESS SOLUTIONS USA IN
100 WILLIAMS DRIVE
RAMSEY, NJ 07446

LOUIS & AURORA PARADISE
8 TAYLOR LANE
CAPE MAY, NJ 08204

MAIN & JAYNE REAL ESTATE
148 N. MAIN STREET
FLORIDA, NY 10921

MORGAN & SAMPSON
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